

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

VALE S.A.,

Petitioner,

-against-

BSG RESOURCES LIMITED,

Respondent.

Case No. 19-cv-3619 (VSB)

**DECLARATION OF JEFFREY A. ROSENTHAL IN SUPPORT OF  
VALE S.A.'S MOTION TO COMPEL COMPLIANCE WITH THE DISCOVERY  
REQUESTS TO BENJAMIN (BENY) STEINMETZ AS ALTER EGO OF BSGR**

I, Jeffrey A. Rosenthal, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury under the laws of the United States of America, to the best of my knowledge, information, and belief, as follows:

1. I am an attorney licensed to practice law in the State of New York and a member of Cleary Gottlieb Steen & Hamilton LLP, counsel for Petitioner Vale S.A. (“Vale”) in the above-captioned action. I respectfully submit this Declaration and the attached Exhibits in support of Vale S.A.’s Motion to Compel Compliance with the Discovery Requests to Benjamin (Beny) Steinmetz as Alter Ego of BSGR.

2. Attached hereto as Exhibit 1 is a true and correct copy of the Press Release of the Swiss Criminal Tribunal, Criminal Proceedings P/12914/13 against Benjamin Steinmetz and two other defendants, dated January 22, 2021.

3. Attached hereto as Exhibit 2 is a true and correct copy of excerpts of the transcript of FBI Recordings, Meeting Between Mamadie Touré and Frédéric Cilins, dated April 11, 2013.

4. Attached hereto as Exhibit 3 is a true and correct copy of the Declaration of William Callewaert, In re BSG Resources Limited, No. 19-11845 (SHL) (Bankr. S.D.N.Y.), ECF No. 54-1, dated September 18, 2019.

5. Attached hereto as Exhibit 4 is a true and correct copy of the Declaration of Malcolm Cohen, In re BSG Resources Limited, No. 19-11845 (SHL) (Bankr. S.D.N.Y.), ECF No. 9, dated September 18, 2019.

6. Attached hereto as Exhibit 5 is a true and correct copy of excerpts of the transcript from the Deposition of William Callewaert, In re BSG Resources Limited, No. 19-11845 (SHL) (Bankr. S.D.N.Y.), dated June 16, 2020.

7. Attached hereto as Exhibit 6 is a true and correct copy of the BSGR Organizational Chart, excerpted from the Verified Petition for Recognition of Foreign Main Proceeding and Related Relief, In re BSG Resources Limited, No. 19-11845 (SHL) (Bankr. S.D.N.Y.), ECF No. 5, Ex. B, dated June 21, 2019.

8. Attached hereto as Exhibit 7 is a true and correct copy of The Liechtenstein Foundation, authored by Marxer & Partner, dated March 23, 2010.

9. Attached hereto as Exhibit 8 is a true and correct copy of the Judgment of the Swiss Criminal Court in Geneva, P/12914/13, with excerpted translations, dated January 22, 2021.

10. Attached hereto as Exhibit 9 is a true and correct copy of the Amended Cohen Declaration, In re BSG Resources Limited, No. 19-11845 (SHL) (Bankr. S.D.N.Y.), ECF No. 24, dated June 21, 2019.

11. Attached hereto as Exhibit 10 is a true and correct copy of the Particulars of Claim from BSGR, Beny Steinmetz v. FTI Consulting LLP, Lord Mark Malloch-Brown, EWHC (QB).

12. Attached hereto as Exhibit 11 is a true and correct copy of excerpts of the transcript from the Deposition of Peter Driver, In re BSG Resources Limited, No. 19-11845 (SHL) (Bankr. S.D.N.Y.), dated June 18, 2020.

13. Attached hereto as Exhibit 12 is a true and correct copy of JA0139879, email correspondence from Yossie Tchelet to Doron Levy, dated February 25, 2014.

14. Attached hereto as Exhibit 13 is a true and correct copy of BSGR-LCIA-0002338, email correspondence from Beny Steinmetz to Asher Avidan, dated May 9, 2011.

15. Attached hereto as Exhibit 14 is a true and correct copy of BSGR\_LCIA\_0023693, excerpted messages from Beny Steinmetz's Blackberry 9900 Bold ("Steinmetz BlackBerry Extraction Report"), Message from Beny Steinmetz to Gregg Blackstock, dated May 8, 2013.

16. Attached hereto as Exhibit 15 is a true and correct copy of the Steinmetz Witness Statement, LCIA Arb. No. 142683, dated June 29, 2015.

17. Attached hereto as Exhibit 16 is a true and correct copy of JA0145745, email correspondence from Malcolm Cohen to Gervase McGregor, Angela Foyle, Stephen Peters and Edward Saffer dated February 9, 2019.

18. Attached hereto as Exhibit 17 is a true and correct copy of Quand Nicolas Sarkozy joue les intermédiaires d'affaires, published by Le Monde, on August 23, 2019.

19. Attached hereto as Exhibit 18 is a true and correct copy of Mining Billionaire Ends Bitter Guinea Dispute After Months of Secret Negotiations, authored by Franz Wild and Thomas Biesheuvel and published by Bloomberg on February 25, 2019.

20. Attached hereto as Exhibit 19 is a true and correct copy of the transcript from the Part 71 Examination of Dag Cramer, Vale S.A. v. BSG Resources Limited (in Administration), dated November 17, 2020.

21. Attached hereto as Exhibit 20 is a true and correct copy of excerpts of the transcript from the Deposition of William Callewaert, In re BSG Resources Limited, No. 19-11845 (SHL) (Bankr. S.D.N.Y.), dated June 17, 2020.

22. Attached hereto as Exhibit 21 is a true and correct copy of JA0127663, email correspondence from Akinleye Olagbender to Peter Driver, Akin Akinfemiwa, Dag Cramer, David Barnett, and David Granot dated July 16, 2018.

23. Attached hereto as Exhibit 22 is a true and correct copy of the Procès-verbal of Beny Steinmetz, LCIA Arb. No. 142683, dated October 18, 2013.

24. Attached hereto as Exhibit 23 is a true and correct copy of Beny Steinmetz Reveals All Cards, authored by Tsach Shpitsen and published by YNET News on June 30, 2013.

25. Attached hereto as Exhibit 24 is a true and correct copy of BSGR Rapport du Premier Trimèstre (Report for the First Quarter), dated April 2, 2008.

26. Attached hereto as Exhibit 25 is a true and correct copy of excerpts of Balda Foundation Resolutions and Meeting Minutes, dated 2010.

27. Attached hereto as Exhibit 26 is a true and correct copy of an excerpt of Balda Foundation Resolutions, dated March 2011.

28. Attached hereto as Exhibit 27 is a true and correct copy of RFR0004309, email correspondence from Shimon Menachem to Michael Fuchs, dated May 5, 2010.

29. Attached hereto as Exhibit 28 is a true and correct copy of Beny Steinmetz, Said to Be a Backer of HFZ, Is Under House Arrest Due to Bribery Probe, Real Deal, dated December 20, 2016.

30. Attached hereto as Exhibit 29 is a true and correct copy of JA0013035, email correspondence from Johan Van Den Braber to Hans Meijer attaching a document titled “BSG Real Estate – BSG Resources Chart 1 May, 2015”, dated May 11, 2016.

31. Attached hereto as Exhibit 30 is a true and correct copy of BSGR\_LCIA\_2\_0037307, Balda Foundation Meeting Minutes, dated September 21, 2009.

32. Attached hereto as Exhibit 31 is a true and correct copy of BSGR\_LCIA\_2\_0040240, a Tarpley Belnord Organizational Chart.

33. Attached hereto as Exhibit 32 is a true and correct copy of JA0106655, a letter from the Joint Administrators of BSGR Limited to the Republic of Guinea attaching the Transaction Agreement between the Republic of Guinea and BSG Resources (Guinea) Limited and BSG Resources (Guinea) SARL, dated March 20, 2019.

34. Attached hereto as Exhibit 33 is a true and correct copy of JA0128588, a Memorandum to File BSG Resources Limited (In Administration), Subject: Roslindale Pte Limited, dated May 30, 2019.

35. Attached hereto as Exhibit 34 is a true and correct copy of JA0056071, Roslindale Pte. Ltd. Directors’ Resolutions in Writing Pursuant to Article 104(A) of the Company’s Articles of Association.

36. Attached hereto as Exhibit 35 is a true and correct copy of the Nammax Confirmation of Registration and Allotment of Shares, dated August 8, 2018.

37. Attached hereto as Exhibit 36 is a true and correct copy of the BSG Resources Limited (in administration) Fourth Progress Report to Creditors, dated March 5, 2020.

38. Attached hereto as Exhibit 37 is a true and correct copy of JA0005087, Amendment No. 1 to the Loan Agreement between BSG Capital Markets Limited and BSG Resources Limited, dated January 27, 2015.

39. Attached hereto as Exhibit 38 is a true and correct copy of JA0062115, email correspondence from Peter Driver to William Callewaert and Malcolm Cohen, dated June 1, 2018 attaching the BSG Resources Limited Schedule of Directors.

40. Attached hereto as Exhibit 39 is a true and correct copy of Niron Metals, Marcos Camhis Member of the Board of Niron Metals Plc, available at <http://www.nironmetals.com/team/marcos-camhis/>, last visited May 14, 2021.

41. Attached hereto as Exhibit 40 is a true and correct copy of the Register of Directors and Officers of Global Special Opportunities Ltd. ("GSOL"), dated June 22, 2017.

42. Attached hereto as Exhibit 41 is a true and correct copy of the Register of Companies Government of Bermuda entry for Litigation Solutions Limited.

43. Attached hereto as Exhibit 42 is a true and correct copy of the Capital Management Advisors Global Hedge PCC Limited Quarterly Investor Call Slide Deck, dated February 18, 2009.

44. Attached hereto as Exhibit 43 is a true and correct copy of the Register of Companies Government of Bermuda entry for Star West Investments Limited.

45. Attached hereto as Exhibit 44 is a true and correct copy of JA0101224, the Court Order, In Camera, In the Matter of BSGR Resources Limited and Part XXI of the Companies (Guernsey) Law, 2008, dated March 6, 2018.

46. Attached hereto as Exhibit 45 is a true and correct copy of JA0135204, the Transcript of Proceedings in the Royal Court of Guernsey (In Camera), dated March 6, 2018.

47. Attached hereto as Exhibit 46 is a true and correct copy of JA0047764, the Affidavit of Peter Harold Driver, In The Matter Of BSG Resources Limited And In The Matter Of Part XXI The Companies (Guernsey) Law, dated February 27, 2018.

48. Attached hereto as Exhibit 47 is a true and correct copy of Beny Steinmetz Puts Mining Company BSGR Into Administration, authored by Thomas Biesheuvel and published by Bloomberg on March 7, 2018.

49. Attached hereto as Exhibit 48 is a true and correct copy of BSGR\_LCIA\_2\_0039225, the Circular Letter Resolution of the Foundation Council of Balda Foundation, dated September 25, 2003.

50. Attached hereto as Exhibit 49 is a true and correct copy of BSGR\_LCIA\_2\_0039217, the Balda Foundation Meeting Minutes, dated October 8, 2003.

51. Attached hereto as Exhibit 50 is a true and correct copy of BSGR\_LCIA\_0023515, email correspondence from Chris Papachristophorou to Beny Steinmetz, dated January 25, 2013.

52. Attached hereto as Exhibit 51 is a true and correct copy of  
BSGR\_LCIA\_0023556, email correspondence from Luv Shah to Beny Steinmetz, dated April  
11, 2013.

Dated: May 14, 2021  
New York, New York

/s/ Jeffrey A. Rosenthal  
Jeffrey A. Rosenthal